

**The New Zealand  
Muaythai Federation  
Constitution  
#1522485**



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# PART 1 INTRODUCTION OBJECTS AND POWERS

## 1. PREAMBLE

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- 1.1 Muaythai develops the continuous improvement of physical and mental faculties in the athletes practicing the sport. To compete in Muaythai requires regular and comprehensive training. The purpose of this sport is that those participating in it endeavor to score victory by means of technical skills. Muaythai may be practiced as a competitive sport by male and female athletes. Competition shall be limited to participation between males and males, and females and females (children under 8 years – unisex) . Muaythai NZ recognises Muaythai as part of the cultural heritage of Thailand

## 2. INTRODUCTION, NAME AND INTERPRETATION OF MUAYTHAI

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- 2.1 The name of the incorporated society is New Zealand Muaythai Federation Incorporated [NZMF, Muaythai NZ or Muaythai NZ] – *Formally: World Muaythai Council New Zealand (WMCNZ)*
- 2.2 The registered office of Muaythai NZ shall be at the place as determined by the Board.
- 2.3 Muaythai NZ affiliate with the International Federation of Muaythai Amateurs [IFMA] and as such abide by the relevant Articles of the IFMA Constitution, OMFA Constitution and hold IFMA and NZMF competitions
- 2.4 Muaythai NZ also affiliate with the World Muaythai Council [WMC], and as such award New Zealand professional rankings and titles, hold WMC competitions, and have a New Zealand branch of the WMC called New Zealand World Muaythai Council [WMC NZ].
- 2.5 Muaythai NZ shall adopt the Basic Universal Principles of Good Governance of the Olympic and Sports Movement principles 1-7.
- 2.6 Where the term “Muaythai” is used in this constitution and the Muaythai NZ Rules, Regulations, it shall be interpreted as inclusive of and referring to the terms Muay, Muay Boxing, Thai Boxing, Muay Boran and it’s derivatives and any other style, combat sport or martial art where Muaythai is a component part of such activity.
- 2.7 Where the term “Muaythai Championships” or “Muaythai competition” used in this constitution and the Muaythai NZ Rules, Regulations, policies and procedures it shall be interpreted as inclusive of and referring to the terms Muay, Muay Boxing, Thai Boxing, Muay Boran and its derivatives and any other style, combat sport or martial art where Muaythai is a component part of such activity.

## 3. OBJECTS

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- 3.1 As a charity, the objects of Muaythai NZ are to:

### General

- (a) Be the national body in New Zealand to promote, develop, foster and co-ordinate the sport of Muaythai *mainly* as an amateur sport for the health, well-being and benefit of the general public in New Zealand;
- (b) Support and assist it’s Members to deliver, and cooperate to deliver, Muaythai in New Zealand;

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- (c) Encourage, educate and promote Muaythai as a sport and martial art that promotes and maintains the health and wellbeing of all participants in Muaythai;
- (d) Promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in Muaythai NZ's activities;
- (e) Organise and promote activities that further the education and or wellbeing of Muaythai athletes, officials, coaches, supporters, spectators and other stakeholders;
- (f) Engage in the promotion, development and growth of Muaythai and Muaythai competitions in Oceania and internationally for the benefit of New Zealand;
- (g) To adopt, develop and ensure compliance in the areas of integrity and social responsibility taking into account and recognition the provisions of the mission and role of the IOC as stated in the Olympic charter.

### **Competitions, Rankings and Titles**

- (h) Promote, develop and co-ordinate the National Championships, OFMA (Oceania Muaythai Federation Amateur) Competitions other IFMA events, WMC events, as well as other Muaythai competitions and events;
- (i) Select and organise New Zealand representative Muaythai athletes, and New Zealand representative Muaythai teams, entering in international competitions;
- (j) Sanction Muaythai competitions in all its forms;
- (k) Promote and control systems of ranking athletes and awarding New Zealand championship titles in the amateur and professional ranks including for the:
  - i. New Zealand Muaythai Federation [NZMF], and
  - ii. World Muaythai Council of New Zealand [WMC NZ]

### **Rules and Regulations**

- (l) Develop, publish and enforce the rules and regulations of Muaythai NZ including those of NZMF and WMC NZ and those under which championships and competitions are held;
- (m) Develop rules, regulations, systems and activities that actively promote the health, safety, and wellbeing of all participants, officials and stakeholders in Muaythai;

### **Sports Integrity and Social Responsibility**

- (n) Develop, encourage and promote Muaythai as a sport to be organised, practiced and competed in a manner which displays integrity in sports, upholds the principles of fair play and is free from performance enhancing drugs;
- (o) Encourage people of all ages, means, abilities, socio-economic, religious, political backgrounds, genders and races to participate and achieve in Muaythai in New Zealand and internationally to enhance their mental and physical wellbeing

### **Participation and Education**

- (p) Develop, educate and train athletes, officials, office holders, commissioners and other personnel involved in Muaythai;
- (q) Encourage participation in, and support for, Muaythai by all participants in, and stakeholders of, the sport and at all levels;

#### **Affiliate and Membership**

- (r) Affiliate with the International Federation of Muaythai Amateurs [IFMA] and abide as required by the Articles of the constitutions of IFMA and the Oceania Federation of Muaythai Amateurs [OFMA].
- (s) Affiliate with the World Muaythai Council;
- (t) Affiliate and co-operate with kindred and other organisations;

#### **Members**

- (u) Operate with, and promote, mutual trust and confidence between Muaythai NZ and the Members in pursuit of these Objects;
- (v) Act at all times on behalf of, and in the interests of, the Members and Muaythai; and
- (w) Do all such other things to promote the interests of Muaythai as Muaythai NZ may determine from time to time.

### **4. POWERS**

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4.1 Muaythai NZ has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licenses;
- (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of Muaythai NZ and grant such rights and privileges over such property as it considers appropriate;
- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Muaythai NZ;
- (f) To ensure that the income and property of Muaythai NZ shall be applied toward the promotion of the objectives of the federation;
- (g) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of Muaythai NZ;

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- (h) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
  - (i) Consider and settle disputes between Members;
  - (j) Determine who are its Members and withdraw, suspend or terminate membership;
  - (k) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
  - (l) Make, alter, rescind and enforce rules of competition;
  - (m) Organise and control competitions, events and programs;
  - (n) Select national and other representative athletes, teams and squads;
  - (o) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
  - (p) Delegate powers of Muaythai NZ to any person, Board, Committee, sub-committee, or Commission;
  - (q) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Muaythai NZ, or with which the Muaythai NZ is authorised to amalgamate or generally for any purpose designed to benefit the Muaythai NZ;
  - (r) Do any other acts or things which are incidental or conducive to the attainment of the objects of Muaythai NZ.
- 4.2 The powers listed in Rule 4.1 must only be used to further the charitable purposes of Muaythai NZ.

# PART 2 MEMBERSHIP

## 5. MEMBERSHIP

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- 5.1 The Members of Muaythai NZ shall be:
- (a) Muaythai Gyms Members as detailed in Rule 6;
  - (b) Promoter Members Rule 7
  - (c) Individual Members as detailed in Rule 8;
  - (d) Life Members as detailed in Rule 9.

## 6. MUAYTHAI GYM MEMBER

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6.1 Any Muaythai Gym that wishes to be a Member of Muaythai NZ shall apply to the Board. Such application shall be made and determined by the Board. To be eligible for Muaythai Gym membership a Gym must:

- (a) teach Muaythai,
- (b) be able to compete in a competent manner with other Muaythai Gyms,
- (c) be acceptable to Muaythai NZ in terms of any requirements which are passed as policies or regulations under this Constitution. Including education of anti-doping, concussion and weight regulation safety procedures.

6.2 Each newly accepted Muaythai Gym shall have a probationary period of at least one year before they are able to vote in any Election. The Board has full discretion to remove the probationary period for any gym member and grant them full voting rights.

6.3 The Board shall determine:

- (a) eligibility for membership in accordance with Rule 6.1, and
- (b) whether an member has fulfilled its membership obligations in accordance with Rule 6.2.

Any dispute as to a Muaythai Gym's eligibility or fulfilment of its membership obligation in the probationary in accordance with Rule 6.2, shall be referred to the next General Meeting of Muaythai NZ whose decision shall be final.

6.4 In addition to the obligations as a Member under Rule 10, each Muaythai Gym Member shall:

- (a) Promote Muaythai NZ in the Gym in accordance with the Objectives of Muaythai NZ, this Constitution and any policies, rules and regulations;
- (b) Have as its members athletes and coaches;
- (c) In the case of Incorporated Societies adopt a constitution which is not inconsistent with the Constitution;
- (d) Actively support Muaythai NZ to achieve it's objectives;

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- (e) Adopt the policies, rules, regulation, processes and procedures as required by the Board and specified in the Membership Policy;
  - (f) Act in good faith towards Muaythai NZ and work constructively and positively to ensure the maintenance and enhancement of Muaythai NZ and Muaythai, and its reputation, and to do so for the collective and mutual benefit of the Members and Muaythai;
  - (g) Operate with, and promote, mutual trust and confidence between Muaythai NZ and the Members; and
- 6.5 Each Muaythai Gym that is an Incorporated Society shall, on request, provide to Muaythai NZ a copy of its constitution and any proposed amendments to it. The Board may require a Muaythai Gym to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of Muaythai NZ.
- 6.6 Each Muaythai Gym shall maintain a register of its members in the format determined by the Board. Each Muaythai Gym shall provide its register of members, and all details contained within it, to Muaythai NZ as requested from time to time.

### **7. PROMOTER MEMBER**

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- 7.1 Any promoter that wishes to promote a Muaythai NZ sanctioned competition event must be a Member of Muaythai NZ. Promoter Members shall be a New Zealand Citizen or New Zealand registered Company or Incorporated Society, and shall complete the membership requirements of Muaythai NZ for promoters. Such application shall be made and determined by the Board.
- 7.2 In addition to the obligations as a Member under Rule 10, each Promoter that is a Member shall:
- (a) Promote Muaythai NZ at event in accordance with the Objects of Muaythai NZ;
  - (b) In the case of Incorporated Societies adopt a constitution which is not inconsistent with the Constitution;
  - (c) Actively support Muaythai NZ to achieve its objectives;
  - (d) Adopt the policies, rules, regulation, processes and procedures as required by the Board and specified in the Membership Policy;
  - (e) Act in good faith with loyalty to Muaythai NZ to ensure the maintenance and enhancement of Muaythai NZ and Muaythai, and its reputation, and to do so for the collective and mutual benefit of the Members and Muaythai;
  - (f) Operate with, and promote, mutual trust and confidence between Muaythai NZ and the Members;

### **8. INDIVIDUAL MEMBER**

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- 8.1 There are categories of Individual Members:
- (a) Competitive Member as set out in Rule 9.2
  - (b) Official Administrative Member as set out in Rule 9.3



- (c) Entourage Member as set out in Rule 9.4
- 8.2 A Competitive Member is a New Zealand Citizen who wishes to compete in Muaythai NZ competitive events. An individual shall become a Competitive Member as follows:
- (a) By becoming a member of Muaythai NZ directly by completing the membership requirements of Muaythai NZ, or
  - (b) By becoming a member of a Muaythai Gym that is a member of Muaythai NZ.
- 8.3 A Official Administrative Member is a New Zealand Citizen who wishes to officiate Muaythai NZ competitive events. An individual shall become a Official Administrative Member as follows:
- (a) By being a Muaythai NZ recognised Judge, Referee, Sanctioner or Medic in accordance with any policies or regulations, and becoming a member of Muaythai NZ directly by completing the membership requirements of Muaythai NZ for officials.
- 8.4 A Entourage Member is a New Zealand Citizen who is a supporter of Muaythai and wishes to engage in the development of Muaythai in New Zealand. An individual shall become a Entourage Member as follows:
- (a) By becoming a member of Muaythai NZ directly by completing the membership requirements of Muaythai NZ.

## **9. LIFE MEMBER**

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- 9.1 Life members are natural persons elected as Life Members in recognition of exceptional service rendered to Muaythai NZ and Muaythai, in accordance with the Life Member Policy of Muaythai NZ.
- 9.2 Muaythai NZ shall have a Life Member Policy consistent with this Constitution setting out the criteria and procedures amount other requirements for granting Life Membership Status
- 9.3 Any person may be nominated for life membership of Muaythai NZ but must be nominated by a Muaythai Gym Member. Nomination of a Life Member must be to the Board in writing, setting out the grounds for the nomination 60 days before the AGM. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
- 9.4 Life Members have such privileges as are determined by the Board and detailed in the Life Member Policy from time to time and may include voting rights but will not exceed one vote per life member.

## **10. MEMBERSHIP RIGHTS AND OBLIGATIONS**

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- 10.1 Members acknowledge and agree that:
- (a) An application for membership must be in writing or electronic process and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board, or delegated by the Board to the President or a Commission as set out in a Membership Policy.

- (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of Muaythai NZ.
  - (c) Recognise Muaythai NZ as the National Body for Muaythai in New Zealand
  - (d) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board , including payment of any membership or other fees within a required time period.
  - (e) The failure by a Member to comply with Rule 10.1(d) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
  - (f) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution and polices .
- 10.2 Membership of Muaythai NZ is annual. The membership policy will set out the expiry date of the membership.
- 10.3 The membership policy will also set out the date by which any membership requirements must be complete by in order to have their membership of Muaythai NZ renewed.

## **11. RESIGNATION AND TERMINATION OF MEMBERSHIP**

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- 11.1 A Member may resign by notice in writing to the Board.
- 11.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, rule, by-laws, policies or procedures of Muaythai NZ or if a member acts in a manner which is considered by the Board to be harmful to Muaythai NZ or inconsistent with the standards of behaviors expected of a Member.
- 11.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of Muaythai NZ or in the absence of any relevant provisions then by a General Meeting of Muaythai NZ. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

## **12. MEMBERSHIP FEES**

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- 12.1 The Board shall annually determine:
- (a) Any membership or other fees payable by each Member;
  - (b) The due date for such fees; and
  - (c) The manner for payment of such fees.
- 12.2 The Board may determine different levels of membership fees and other fees for different types of Members.

## **13. REGISTER OF MEMBERS**

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- 13.1 The Secretary shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Member and any other details about each Member as agreed by that Member.
- 13.2 All Muaythai Gym Members shall provide written notice of any change to its details in Rule [13.1](#), and of changes to the details of its individual members, to Muaythai NZ within thirty (30) days of the change taking place. All other Members shall provide written notice directly to Muaythai NZ of any change to the details in Rule [13.1](#).
- 13.3 Muaythai NZ shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

## PART 3 GOVERNANCE

### 14. EXECUTIVE BOARD

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#### Role of the Executive Board

- 14.1 The governance of Muaythai NZ shall be vested in the Executive Board (the Board), which may exercise all the powers of Muaythai NZ and do all things which are not expressly required to be undertaken by Muaythai NZ at a General Meeting.
- 14.2 All directives by IFMA and OFMA should be adhered to without qualification and or delay.
- 14.3 The Board will hold a minimum of two meetings between annual general assemblies.

#### Membership of the Board

14.4 The Board shall comprise of:

- (a) The following natural persons elected by the AGM under Rule 19 (**Elected Board Members**);
- i. Muaythai NZ President
  - ii. Muaythai NZ Vice President
  - iii. The IFMA Oceania President (appointed position by title)
  - iv. General Secretary
  - v. Treasurer
  - vi. NZMF Sports Integrity and Ethics representative
  - vii. NZMF Athletes Commission representative
  - viii. NZMF Female Commission representative
  - ix. NZMF Youth Commission representative
  - x. NZMF Technical Commission Chair
  - xi. NZMF Medical Commission representative
  - xii. Advisor (Kaumatua – a voice of the people, 14.8)

(Collectively referred to as the **Elected Board Members**) ;and

- (b) Two persons appointed in accordance with Rule 19 (**Appointed Board Members**).

14.5 A minimum of 30% female must be represented on the Board.

14.6 A minimum of 30% Maori or Pacific Island descendent must be represented on the board

#### Duties of the Board

14.7 The duties of each Board Member are to:

- (a) Regularly attend Board meetings and General Meetings of Muaythai NZ;
- (b) Provide good governance for Muaythai NZ;
- (c) Exercise the powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of Muaythai NZ;
- (e) Act in good faith and the best interests of Muaythai NZ at all times;
- (f) Act, and ensure Muaythai NZ acts, in accordance with this Constitution;
- (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for Muaythai NZ;
- (h) Where appropriate, engage in activities to promote, market, represent and fundraise for Muaythai NZ;
- (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 17.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
  - i. As agreed by the Board for the purposes of Muaythai NZ;
  - ii. As required by law; or
  - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) Do such other things within these rules as the Board agrees to promote the objects of Muaythai NZ.

### **Powers of the Board**

14.8 The Board shall have the power to:

- (a) Appoint the National Coach/s, the National Team Manager/s, Officials and any other personal;
- (b) Define delegations of authority from the Board to a Commission, Area Manager or other person or Board ;
- (c) Adopt and review the strategic plan for all Muaythai NZ
- (d) Adopt and review the annual plan and budget for Muaythai NZ;
- (e) Determine applications from individuals, Gyms, and Promoters wishing to be Members of Muaythai NZ;

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- (f) Hold national meetings and forums for the Members, including General Meetings;
  - (g) Sanction and or organise competitions and events as Muaythai NZ or New Zealand Muaythai Federation or other affiliates;
  - (h) Approve rules and regulations including for any Muaythai NZ competitions or events including conditions of entry;
  - (i) Establish adhoc- commissions, commissions, or other groups to carry out any work of the Board by its delegated authority;
  - (j) Employ, engage or otherwise appoint personnel for Muaythai NZ, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
  - (k) Delegate to selectors the power to select athletes and teams to be national representatives;
  - (l) Determine the yearly calendar for international, national, and Muaythai competitions and events;
  - (m) Subject to this Constitution, fill vacancies of Muaythai NZ;
  - (n) Control expenditure and raise funds to fulfill the Objectives of Muaythai NZ;
  - (o) Open and operate in the name of Muaythai NZ such bank accounts as deemed necessary;
  - (p) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
  - (q) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board ;
  - (r) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of Muaythai NZ;
  - (s) Give power to the Kaumatua to address the Members at an AGM when there is any fundamental mistake in relation to the Constitution and or rules and regulations of Muaythai NZ or NZ cultural protocol and can appoint a Committee to investigate any such situation and report and make recommendations to the Board;
  - (t) Resolve and determine any disputes or matters not provided for in this Constitution; and
  - (u) Do all other acts and things which are within the powers and Objectives of Muaythai NZ and which the Board considers are appropriate.
- 14.9 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of Muaythai NZ, the matter will be determined by the Board.

## **15. COMMISSIONS AND COMMITTEES**

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### **Role of the Commissions**

- 15.1 The primary role of the Commissions/Committees shall be to
- (a) advise Muaythai NZ and in particular the Board on matters relating to the responsibilities and duties of the respective Commission, and
  - (b) to undertake duties and functions as set out in this Constitution and as required by the Board.

### **Ad-hoc Management Committee (ADMC) and Ad-hoc Commissions**

- 15.2 The President at their discretion or on the advice of the General Secretary may appoint an Ad-hoc Commission or an advisor with Vice President status for a special purpose. The composition of such Commission may be made up of NZMF members, individuals from the public sector, or a combination of the above. Each member of such Ad-hoc Commissions shall have voice and vote at commission meetings.

#### Composition

- 15.3 The composition of the Committee or Commission shall be decided by the Board. The principle of Member equality in the formation of all commissions shall be taken into consideration. Each Commission shall have at least one (1), but not more than six (6). The President may appoint members from the public sector who are experts on various Commissions. Such a member shall be designated a special member with voice, and with vote within that commission.

#### Chair

- 15.4 The President shall be elected by the Members. The Vice-Chairperson and the Secretary of each of the Commissions shall be selected and appointed by their respective commission members.

- 15.5 The following commissions shall be formed:

- (a) The Technical and Rules Commission
- (b) The Refereeing and Judging Commission
- (c) The Medical Commission
- (d) The Finance Commission
- (e) The Female Commission
- (f) The Press and Public Relations Commission
- (g) The Business Commission
- (h) The Legal Commission
- (i) The Athletes Commission
- (j) The Sports Integrity and Ethics Commission
- (k) The Entourage Commission

- (l) The Muaythai Education Commission
- (m) The Sport and Active Society Commission
- (n) The Youth Commission

#### Reports

- 15.6 The above Commissions shall all base their activities on annual and four-year working programs to be submitted to the Board at the first Board Meeting following the AGM. The Commissions shall render reports to the Board 15 days prior to each AGM so as to keep the latter and Members informed as to their activities, and shall be subject to the directions of the Board.

### **TECHNICAL AND RULES COMMISSION**

#### Composition

- 15.7 The Technical and Rules Commission shall be composed of its Chairperson, Vice-Chairperson, Secretary and not more than five (5) other members. The Chairperson must be from the IFMA International referees list if and when possible.

#### Duties

- 15.8 The Technical and Rules Commission will advise the Board and the Promoter Members on questions relating to the observance of the Article and Rules of NZMF.
- 15.9 It shall be responsible to the Board for the organization and technical aspects in connection with the staging of National Championships and in these matters it shall work closely with the other Commissions.
- 15.10 With a view to ensuring a continuous development of Muaythai, the Technical and Rules Commission shall advise the Board with regard to the amendment of the Articles and Rules.
- 15.11 It shall be responsible to the Board for the promotion of Muaythai techniques to the affiliated Members.
- 15.12 One member of the Technical Commission shall be selected to represent the Commission on the Board.

### **REFEREEING AND JUDGING COMMISSION**

#### Composition

The Commission of Refereeing and Judging shall be composed of its Chairperson, Vice-Chairperson, Secretary and not more than five (5) other members, all of whom shall be experienced Referees/Judges selected by the Board from the National List with at least one representative from the International list as the Chairperson.

#### Duties



- 15.13 This Commission shall, subject to the approval of the Board, deal with the appointment of Referees and Judges, the maintenance of the national list, the removal of persons therefrom, and all matters concerning Refereeing and Judging and instructions to Referees and Judges at Muaythai NZ events
- 15.14 The Commission of Refereeing and Judging will advise the Board on questions relating to the selection of the Referees and Judges Jury.

## **MEDICAL COMMISSION**

### Composition

- 15.15 The Medical Commission shall be composed of its Chairperson, Vice-Chairperson, Secretary and not more than five (5) members, one of whom shall be a qualified Doctor of Medicine. If a Dr is not available an experienced and qualified Medical Professional with experience in Combat Sports will be nominated by Gym Members and appointed by the Board.

### Meetings

- 15.16 The Medical Commission shall arrange their own meetings at least once each year. The Chairperson shall undertake to ensure the participation of their Commission members in the meetings.

### Duties

- 15.17 The Medical Commission shall make recommendations in the first place to the Board with regard to the physical well-being of athletes and collect information on medical matters relating to Muaythai.
- 15.18 One member of the Medical Commission shall be selected to represent the Commission on the Board.

## **FINANCE COMMISSION**

### Composition

- 15.19 The Finance Commission shall be composed of its Chairperson, Vice-Chairperson, secretary and not more than five (5) other members.

### Duties

- 15.20 Exercise control over the financial position of the NZMF, study the budget of the Board, and the Commissions, and make recommendations to the Board on those matters.
- 15.21 Work closely with the President and the NZMF Business Commission in seeking additional funds for the operation of NZMF.
- 15.22 Make recommendations to the Board on measures to ensure prompt payment by the affiliated associations of their entry fee and annual subscription fees and other payments to the NZMF, on questions of the use of the assets, property, and equipment belonging to the NZMF, and on other financial and material matters.

- 15.23 Prepare a financial report submitted by the Board to the AGM.
- 15.24 Make recommendations to the Board for the approval of financial regulations.

## **YOUTH COMMISSION**

### Composition

- 15.25 The Youth Commission shall be composed of its Chairperson, Vice-Chairperson and Secretary and not more than five (5) other members.

### Duties

- 15.26 The Youth Commission will advise the Board of NZMF on questions relating to the development of youth Muaythai.
- 15.27 It shall be responsible for popularizing youth Muaythai and may work with the Press and Public Relations Commission to accomplish this objective.
- 15.28 It shall work in close cooperation with the Medical Commission and the Technical Commission of NZMF to set up uniform principles for the development of Muaythai among youth and it should also create conditions for the protection of youth.
- 15.29 In close cooperation with the Technical and Rules Commission, the Youth Commission shall recommend rules and procedures for junior athletes and for the World Championships relating to junior athletes.
- 15.30 One member of the Youth Commission shall be selected to represent the Commission on the Board.

## **FEMALE COMMISSION**

### Composition

- 15.31 The Female Commission shall be composed of its Chairperson, Vice-Chairperson and Secretary and not more than five (5) other members.

### Duties

- 15.32 The Female Commission will advise the Board of IFMA and NZMF on questions relating to the development of women's Muaythai.
- 15.33 It shall be responsible for popularising women's Muaythai and may work with the Press and Public Relations Commission to accomplish this objective.
- 15.34 In close cooperation with the Medical Commission and the Technical Commission of NZMF it will set up uniform principles for the development of Muaythai among women and it should also create conditions for the protection of women.
- 15.35 In close cooperation with the Technical and Rules Commission it shall make recommendations for rules, regulations and procedures relating to women athletes and for the World Championships in relation to women athletes.

- 15.36 One member of the Female Commission shall be selected to represent the Commission on the Board

## **PRESS AND PUBLIC RELATIONS COMMISSION**

### Composition

- 15.37 The Press and Public Relations Commission shall be composed of its Chairperson, Vice-Chairperson, Secretary and not more than five (5) other members.

### Duties

- 15.38 The Press and Public Relations Commission will advise the Board on all matters dealing with the media, publications and public relations.
- 15.39 Keep liaison with the world media and promote the cause of Muaythai.
- 15.40 Regularly provide information to member associations and the Press regarding all developments and activities of NZMF.
- 15.41 Take corrective action as necessary in case of any adverse publicity.
- 15.42 Supervise the publication of any NZMF magazine and publish other brochures or publicity material if and when necessary.
- 15.43 Subject to directions by the President, organise Press Conferences at Congresses, Championship events, and whenever appropriate.

## **BUSINESS COMMISSION**

### Composition

- 15.44 The Business Commission shall be composed of its Chairperson, Vice-Chairperson, Secretary and not more than five (5) other members.

### Duties

- 15.45 To provide expertise for the generation of funds through sponsorships, advertising, marketing, and the creation of income-producing activities.
- 15.46 To advise and assist in marketing NZMF Championship events.
- 15.47 To work in close collaboration with the Finance Commission of NZMF.

## **LEGAL COMMISSION**

### Composition

The legal Commission shall be composed of its Chairperson, Vice-Chairperson and secretary and not more than five (5) other members. The commission should be composed of at least one (1) qualified lawyer

### Duties

- 15.48 To assist the President of NZMF in the legal representation of NZMF.
- 15.49 To mediate in the case of disputes between affiliated NZMF Members.
- 15.50 To give an expert opinion on contracts concluded by NZMF.
- 15.51 To assist the Board in overseeing the observance of the Articles and Rules of NZMF and the decisions taken by NZMF.
- 15.52 When there is no NZ lawyer all advice and representation will default to an IFMA lawyer

## **ATHLETES COMMISSION**

### Composition

- 15.53 The Athletes' Commission must comprise at least one member representing each area of NZ Muaythai: Female Adult, Male Adult, Female Junior and Male Junior. The Commission shall have one Chairperson, One Vice-chairperson and one secretary
- 15.54 The members of the AC should be athletes elected by athletes actively practicing the sport of Muaythai as combat, fitness or martial art. For the purpose of electing the AC Commission, each Gym Member should nominate a representative, who will then be voted into the position at an AGM.
- 15.55 Chair (2yrs): Chair of Athletes' Commission
- 15.56 Be of equal male and female composition

### Duties

- 15.57 To make recommendations to the NZMF Board.
- 15.58 Every two (2) years, an Athletes Forum shall be organised where representatives and athletes from all National Federations shall meet to discuss topics of concern.
- 15.59 To connect active athletes with the NZMF organisation and working groups to ensure direct involvement in charity, youth and women's development projects (for example, engagement in 'Sport Is Your Gang' and contact with the IFMA Female Commission).
- 15.60 To assist the Board in overseeing the observance of the Articles and Rules of NZMF and the decisions taken by NZMF.
- 15.61 To be a monitoring organization at every Muaythai NZ Event, and can submit recommendations for improving the event programme.
- 15.62 To raise anti-doping awareness amongst athletes, supporting and participating in NZ Drug free and WADA/IFMA related programmes.
- 15.63 To provide athletes' services in three spheres.
  - (a) Education: Providing information on how athletes can successfully pursue dual careers of sport and studies.

- (b) Life skills: Giving practical advice related to an athlete's daily life, including information on healthy nutrition, the fight against doping, financial planning advice etc.
  - (c) Employment: Services for career preparation and management for athletes during and after their sports careers, including CV drafting, preparing for job interviews.
- 15.64 The Athletes Commission's representative is to be part of the Technical and/or Ethics and/or Medical and/or the Youth Commission in respect of any decision to be reached in either Commission.
- 15.65 One member of the Athletes' Commission shall be selected to represent the Commission on the Board.
- 15.66 One member of the Athletes' Commission shall be selected to represent the commission in the Ad-Hoc Management Committee (AHMC).

## **SPORT INTEGRITY AND ETHICS COMMISSION**

### Composition

- 15.67 The Ethics Commission shall be composed of the Chairperson, vice Chairperson, secretary and not more than five (5) other members.

### Duties

- 15.68 To assume responsibilities and duties as defined in the IFMA Code of Ethics.
- 15.69 To assume responsibilities and duties as defined in the IFMA Code of Conduct.
- 15.70 To advise Board on any questions they may have pertaining to the ethics in sport.
- 15.71 To ensure the ethical principles are adhered to within the NZMF governance structures.
- 15.72 To develop and monitor the IFMA Code of Ethics and make recommendations to the Board.
- 15.73 One member of the Sport Integrity and Ethics Commission shall be selected to represent the Commission on the Board.

## **ENTOURAGE COMMISSION**

### Composition

- 15.74 The Entourage Commission shall be composed of the Chairperson, vice Chairperson, secretary and not more than five (5) other members.

### Duties

- 15.75 To advise the Board on questions pertaining to the Athlete's Entourage Guidelines.
- 15.76 To ensure that the Entourage serves in the best interest of athletes by developing ideas and initiatives.

- 15.77 To ensure representation of the Entourage within the NZMF governance.
- 15.78 To promote the NZMF rules and regulations with regards to the Entourage within their domains.
- 15.79 To regulate the national education programme.
- 15.80 To make recommendations to the Board.

## **MUAYTHAI EDUCATION COMMISSION**

### Composition

- 15.81 The Education Commission shall be composed of the Chairperson, vice Chairperson, secretary and not more than five (5) other members.

### Duties

- 15.82 The Education Commission is to develop and uphold the standard of Muaythai education programme.
- 15.83 To encourage the cooperation of the national federation according to Muaythai standard.
- 15.84 To advise, to ensure public relation activity in the promotion of education programme.
- 15.85 To work closely with the youth commission on special youth education programme.
- 15.86 To regulate the worldwide education programme.
- 15.87 To work closely with other commissions on athletes career programme.

## **SPORT AND ACTIVE SOCIETY COMMISSION**

### Composition

- 15.88 The Sport and Active Society Commission shall be composed of the Chairperson, vice Chairperson, secretary and not more than five (5) other members.

### Duties

- 15.89 To advise the Board on Sports and Active Society issues.
- 15.90 To co-ordinate efforts to increase national participation in Muaythai.
- 15.91 To develop initiatives and ideas to promote Muaythai in all regions of NZ.
- 15.92 To ensure the continental associations are represented within NZMF governance structures.
- 15.93 To ensure all questions are answered on the development of Muaythai.
- 15.94 To develop initiatives and ideas for the development of <Muaythai as a sport for all/grassroots level

15.95 The Board can join together any of the above Commissions into one joint Commission at any time.

#### **Ad-Hoc Management Committee**

15.96 The Board may appoint an Ad-hoc Committee for the purpose of the daily management of NZMF. The composition of an Ad-Hoc Commission may be made up of Muaythai NZ Board Members, Commissioners, Area Managers, and / or Members, as well as any natural person who is a New Zealand citizen. The Terms of Reference for the Ad-Hoc Management Committee will be agreed by the Board.

#### **Duties of the Commissioners and Committees**

15.97 The duties of each Commissioner are to:

- (a) Directives are set by the Board for the specific purposes of the individual Committee;
- (b) Regularly attend Commission meetings and General Meetings of Muaythai NZ;
- (c) Regularly monitor and review the performance of Muaythai NZ's in the topic area of the Commission that the Commissioner represents
- (d) Advise and make recommendations to the Board
- (e) Act in good faith and in the best interests of Muaythai NZ at all times;
- (f) Act in accordance with this Constitution;
- (g) Do such other things within these rules and as the Board agrees to promote the objects of Muaythai NZ.

#### **Composition**

- (a) Shall consist of a Chairperson, Vice-Chairperson, and Secretary.
- (b) The Board may appoint a qualified specialist to the committee and they will have speaking and voting rights.
- (c) Gender equality shall be observed

#### **Powers of the Committees**

15.98 The Committee shall have the power to:

- (a) Do all other acts and things which are within the powers and Objects of Muaythai NZ and which the Board considers are appropriate and instructs the Commission to do.

### **16. AREA MANAGERS**

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16.1 Area Manager nomination may only be received from a Muaythai Gym within the Zone from which nominations are to be taken for that appointment.

16.2 For the specific purpose of the nomination for the Area Manager, New Zealand is divided into geographical zones. The number of Zones and geographic boundaries of the Zones

shall be determined by the Board and set out in a specific Zone Regulation of Muaythai NZ.

- 16.3 Zone Regulations of Muaythai NZ must be set two yearly, 90 days before the full AGM election.

## 17. PATRON

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- 17.1 A single Patron can be invited by the Board to be the Patron of Muaythai NZ. The role of the patron is decided by the Board.
- 17.2 The Patron shall:
- (a) by the invitation of the Board, attend and speak at Board meetings but shall have no right to vote; and
  - (b) be entitled to attend and speak at General Meetings but shall have no right to vote.

## 18. APPOINTMENTS AND ELECTIONS

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### Elections

- 18.1 Votes shall be allocated according to Rule 19.
- 18.2 The Elected Board Members, Area Managers and Commissioners shall be elected by a majority of those entitled to vote at an Annual General Meeting, following nomination by at least one Muaythai NZ member.
- 18.3 Nominations for Elected Board Members, Commissioners and Area Managers may be made by Muaythai NZ members and / or the Board and shall be received by email or in writing at the registered office of Muaythai NZ by not less than thirty (30) days before the date set for the Annual General Meeting.
- 18.4 Elections at an AGM must be undertaken by secret ballot.
- 18.5 Where there is more than one candidate for a position, the candidate with the most votes will be awarded the position.
- 18.6 Where there is only one candidate for a position, they shall be elected by a majority of those who vote so that they receive over 50% of the votes.
- 18.7 Proxy votes, or email votes are permitted for elections.
- 18.8 Two scrutinisers must be appointed at the Annual General Meeting to count the votes will be appointed from the Legal Commission.

### Appointments of Board Members, Commissioners and Appointed Positions

- 18.9 The Board may, within a month of the full AGM Election, appoint up to two people to the Board (**Appointed Board Members**) for the term of one or two years
- 18.10 The Board can appoint up to two people to each Commission (**Appointed Commissioners**) at any time, for a term up to the next full AGM election or less.
- 18.11 The Board shall, within two month of the full AGM election, appoint any working position for a term of one or two years.



## **Appointment Process**

18.12 In appointing any position the Board shall:

- (a) develop a criteria against which applicants will be assessed and notify that criteria prior to identifying and inviting applicants
- (b) The appointments shall be ratified by an independent panel of three (3) persons.
- (c) Such other related matters as set out in any applicable policies and regulations.

## **Ineligibility**

18.13 A person seeking appointment, election, or to remain in office shall be eligible to do so whether or not they are a Member of Muaythai NZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- (a) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- (b) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
- (c) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (d) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- (e) A person being determined by a Special Resolution of the Board or by an Ordinary Resolution at an AGM to be unable or failing without acceptable excuse to fulfil the duties of a Board member;

18.14 If any of the circumstances listed in Rules to [18.13](#) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

18.15 Any Board member suspected of such actions will have the right to appeal and will be suspended pending an inquiry outcome.

18.16 The legal commission will form a working group to ensure due diligence is followed.

## **Terms of Office**

18.17 The term of office for all Elected Board Members, Elected Commissioners and Area Managers shall be three years, expiring on conclusion of the relevant AGM.

18.18 The term of office for all Appointed Board Members and Appointed Commissioners shall be from appointment to the next full AGM election.

- 18.19 In the case of a elected position that came about because of a casual vacancy the term of office shall be one year, expiring on conclusion of the relevant AGM as detailed in rule 18.23.

### **Responsibilities and Duties**

- 18.20 Each Elected Board Members, Appointed Board Members, and Elected Commissioners, Appointed Commissioners and Area Managers, will have a clear set of responsibilities and duties detailed in a policy or regulation of Muaythai NZ. These will be made publically available at all times.

### **Casual Vacancies**

- 18.21 In the event there is a vacancy on the Board , the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.
- 18.22 In the case that the Muaythai NZ President role becomes vacant then the Muaythai NZ Vice President will become the Muaythai NZ President and the Muaythai NZ Vice President role will become vacant and can be filled according to Rule 18.23.
- 18.23 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 18.9 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined by vote at the AGM in accordance with Rule 18 of this Constitution.

### **Removal**

- 18.24 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 14.
- 18.25 Upon the President receiving a request for an SGM for the purpose of removing a Board Member, the President shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 19.10.
- 18.26 Following the notification under Rule 18.24 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 18.27 The Board may, with the approval of a motion by no less than two-thirds of the Board , remove any Board Member from the Board , before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 14 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
  - (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

# PART 4 MEETINGS

## 19. GENERAL MEETINGS

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- 19.1 Muaythai NZ must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- 19.2 Any other General Meetings shall be Special General Meetings [SGMs].
- 19.3 The Board must give Members at least 30 days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 19.4 Not less than 15 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the President from the Members and/or the Board .
- 19.5 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of an audited annual financial report for the preceding financial year;
  - (b) The election of any vacancies arising in the positions of Elected Board Members;
  - (c) The election of any vacancy arising in the position of the President;
  - (d) The appointment of scrutinsers for the meeting;
  - (e) Any motion(s) proposing to alter the Constitution; and
  - (f) Any other items of business that have been properly submitted for consideration at the AGM.
- 19.6 An agenda containing the business to be discussed at an AGM (as set out in Rule [19.5](#)) shall be sent by the President to the Board and the Members by no later than 21 days before the date of the AGM. Additional items of business not listed on or added to the agenda cannot be voted on but may be discussed by unanimous agreement of the meeting.

### Special General Meetings

- 19.7 The Board must call an SGM upon a written request from:
- (a) 50% of the Board or the Board itself; or
  - (b) Such Members as are entitled to exercise 50% or more of the voting rights of Muaythai NZ.
- 19.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 19.9 The SGM must only deal with the business for which the SGM is requested.
- 19.10 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

### Minutes

- 19.11 Full minutes shall be kept of all General Meetings, published and made available upon request by Members.
- 19.12 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The president in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
  - (b) A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

### **Quorum**

- 19.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 50% + one (1) of the Members who are entitled to vote. The quorum must be present at all times during the meeting. Attendance via proxy or remote access is valid.
- 19.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

### **Control and Attendance of General Meetings**

- 19.15 The President of Muaythai NZ shall preside at the General Meeting. If the President is unavailable then the Vice President will preside, If the Vice President is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of all of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 19.16 The AGM is a public meeting and any public person may attend. The following persons are eligible to speak at a General Meeting in accordance with this Constitution:
- (a) Muaythai Gym Members
  - (b) Promoter Members,
  - (c) Board Members and Commissioners,
  - (d) All Individual Members who are registered with NZMF and abide by the Membership requirements,
  - (e) Every Life Member according to the Muaythai NZ Life Member Policy,
  - (f) Any independent observer that has been invited by the Board to attend.

### **Voting Rights**

The only persons entitled to vote at a General Meeting or in a postal, proxy or email vote are the Muaythai Gyms, and Life Members subject to voting rights having been granted to the

Life Member in accordance to the Life Member Policy. Each Gym, Individual Member has the right to one vote. Each Member has only one vote. Where a person holds more than one position they will only be entitled to the one vote.

### **Method of Voting**

- 19.17 Voting shall generally be conducted by voices or by show of hands as determined by the President of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 19.18 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 19.19 Proxy votes, postal or email votes are permitted for both a Special General Meeting and an Annual General Meeting including for elections.
- 19.20 In the event of inequality of votes at a General Meeting, the President shall have an additional or casting vote. In the case of the election of the President, the President will only have one vote and shall not have a casting vote.
- 19.21 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- 19.22 Election, appointment, casual vacancy and removal shall be in accordance with Rule 18.

## **20. BOARD MEETINGS**

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### **Board Meetings and Procedure**

- 20.1 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 20.2 The role of a President is to lead the organisation and chair meetings of the Board. In the event of the unavailability of a President for any reason, then the NZMF Vice President shall undertake the Presidents role. In the event of the unavailability of the NZMF Vice President, another Board Member appointed by the Board shall undertake the President's role during the period of unavailability.
- 20.3 Board meetings may be called at any time by the President or by two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 20.4 The quorum for a Board meeting shall be 50% of its' Board Members.
- 20.5 Each Board Member shall have one vote. The President shall have the right to an additional casting vote in the case of a deadlock. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted. When a Board member is eligible to vote more than once they will cast only one (1) single vote.
- 20.6 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board .
- 20.7 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur

at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

- 20.8 The Board may, by majority vote, pay honoraria and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of Muaythai NZ's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.

## **21. COMMISSION MEETINGS**

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### **Commission Meetings and Procedure**

- 21.1 Except to the extent specified in this Constitution, the Board shall prescribe Commission meeting procedures in a policy, regulation or by law.
- 21.2 Each Board Member shall have one vote. The Chairperson shall have the right to an additional casting vote in the case of a deadlock. Voting shall be by voices or upon request of any Commissioner by a show of hands or by a ballot. Proxy and postal voting are not permitted.

# **PART 5 COMPETITION**

## **22. NATIONAL CHAMPIONSHIP AND OTHER CHAMPIONSHIPS**

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### **Timetable**

22.1 NZFMA National Championships shall be organised by the Ad-Hoc Committee appointed by the Board annually.

### **National Champion**

22.2 The title of “New Zealand Champion” or “New Zealand Youth Champion” shall be held by the winner in each of the weight category of the NZ FMA National Championships.

### **Selection**

22.3 The process for the selection of athletes to compete in the IFMA World Championships or any other Championship shall be determined by the Board in accordance with IFMA Rules and Regulations.

22.4 All representatives of NZMF must sign an Athlete, Official, or Support Contract in order to be eligible to represent NZ at a WMC, IFMA or OMFA event.

22.5 Athletes and Officials representing NZ in the sport of Muaythai at a WMC, IFMA, or OFMA event must be a:

- (a) Muaythai NZ Member
- (b) Natural or NZ citizen

## **23. ELIGIBILITY TO COMPETE IN MUAYTHAI**

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23.1 The Board may deem an Athlete ineligible to compete in any competition in accordance with any policy, rule, regulation or procedure.

## PART 6 DISPUTES

### 24. DISPUTES AND DISCIPLINARY ACTION

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#### Disputes

- 24.1 The Board shall determine clear disputes and disciplinary policies and/or procedures by which all disputes, complaints, or issues involving Members, Athletes, Officials, Promoter or other persons under the jurisdiction of Muaythai NZ, shall be resolved in accordance with.
- 24.2 Disputes and disciplinary policies and procedures may include the referral of dispute, complaint or issue to a Judicial Commission. The Board shall determine the composition, jurisdiction, functions, procedures, and any sanctions which can be imposed by a Judicial Commission which is delegated authority by the Board to resolve, or assist to resolve, disputes, complaints and issues.
- 24.3 A Judicial Commission must comprise of a commissioner from the Legal, Athlete, Female and Sport Integrity and Ethics Commissions. If a youth is involved in the dispute then a member of the Youth Commission may also be included.
- 24.4 Decisions and disciplinary actions imposed of a Judicial Commission shall be deemed to be decisions of Muaythai NZ.
- 24.5 If there is any right of appeal against a decision of the Board and / or the Judicial Commission, it must be specified in the applicable regulations, policies and/or procedures.

#### Muaythai Gym Disputes

- 24.6 In the event of any complaint, dispute, doubt or difference arising out of the interpretation or application of this Constitution that is not within the jurisdiction of the Judicial Commission or a matter that is not provided for in this Constitution or the Regulations, then such dispute shall be referred to the Board. The Board shall determine the dispute or matter as it thinks fit. The Board's decision shall be final and binding. Alternatively, if the parties to the dispute or matter agree to do so, then it shall be referred to the Sports Tribunal if it has jurisdiction to deal with it.
- 24.7 In the event of any dispute, doubt or difference arising between the Board and any Muaythai Gym Member (other than a dispute about default in fees under Rule 12), the parties will:
- (a) endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party) and if there is no resolution within an agreed timeframe, then;
  - (b) endeavour to agree on the resolution of the dispute by attending mediation; and failing resolution at mediation with the agreed timeframe;
  - (c) if it is any other dispute, doubt or difference, then either party may by agreement refer the dispute to the Sports Tribunal for determination by it in accordance with its rules.



- (d) Each party shall bear their own costs, including any legal costs, arising out of any procedure under this Rule.

### **Disciplinary Action**

- 24.8 The Board or Judicial Commission shall have the power to impose an appropriate determination or sanctions depending upon the facts of each particular case, which may include:
- (a) requiring the Member or members to undergo counselling,
  - (b) cautioning the Member,
  - (c) reprimanding the Member,
  - (d) imposing conditions, limitations or restrictions on the membership of the Member,
  - (e) require the Member to issue written apology/ies,
  - (f) suspending the membership of the Member,
  - (g) cancelling the membership of the Member,
  - (h) other orders or determinations as the Board or Judicial Commission think appropriate.

### **Doping**

- 24.9 Muaythai NZ shall adopt the New Zealand Sports Anti-Doping Rules and shall have a Anti-Doping Policy with clear anti-doping practices by which all Members and Athletes under the jurisdiction of Muaythai NZ will abide by.

### **Sports Tribunal of NZ**

- 24.10 Muaythai NZ recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution and/or the Regulations, matters which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of any applicable Policy and / or Regulations on anti-doping and any other sports-related matters.

## **PART 7 TRANSITIONAL ARRANGEMENTS**

### **25. Election 2017**

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- 25.1 The rules of this Constitution will have immediate effect upon Incorporation of the New Zealand Muaythai Federation.
- 25.2 All current Office Bearers at that time and as voted in the May 2017 election of the newly formed but yet to be incorporated New Zealand Muaythai Federation, will be the valid office holder for the New Zealand Muaythai Federation
- 25.3 Term of office for the 2017 Elected Office Bearers will be until the next AGM in 2018 at which time a full AGM election on Muaythai NZ will be held.
- 25.4 An Elected position that becomes a casual vacancy prior to the 2018 full AGM Election will not be replaced and will remain vacant until the 2018 AGM.

## **PART 8 ADMINISTRATION AND FINANCES**

### **26. FINANCES**

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- 26.1 Unless otherwise determined by the Board, the financial year of Muaythai NZ shall end on the 31 day of April each year.
- 26.2 Statements of financial position and financial performance shall be required each year and submitted to the AGM. Federation accounts can be audited if and when required. The auditors shall be appointed by the Executive Committee.
- 26.3 An budget for Muaythai NZ will be approved annually by the Board.
- 26.4 Financial control procedures shall be put established by the Board.

### **27. ADVERTISING**

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- 27.1 Muaythai NZ reserves the right to controls advertising which athletes and officials wear at on-site final championship training, in official press interviews and on warm-ups immediately prior to the bout and in the corner for all Muaythai NZ organised events.

### **28. COMMON SEAL**

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- 28.1 The common seal of Muaythai NZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

### **29. ALTERATIONS OF RULES**

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- 29.1 Any alteration, addition, or amendment to the Articles, Rules and Bylaws of the Association shall only be made at Congress with an affirmative vote of not less than two-thirds of those voting. Should it be necessary to repeal or alter in whole or in part a rule or any part of a rule in these Articles, Rules and Bylaws in order to comply with a mandate from the IOC, the Board may make such minimal changes as necessary to comply with the said mandates. Such changes will remain in effect until the next AGM.No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of Muaythai NZ. This Rule [29.1](#) must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

### **30. APPLICATION OF INCOME**

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- 30.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of Muaythai NZ. No Member of Muaythai NZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by Muaythai NZ in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 30.2 Except as provided in this Constitution:
- (a) No portion of the income or property of Muaythai NZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and

- (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 20.8.

30.3 Any payments made to a Member of Muaythai NZ, or person associated with a Member, must be for goods or services that advance the charitable purpose of Muaythai NZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

### 31. LIQUIDATION

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31.1 Muaythai NZ must be liquidated up if Muaythai NZ, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring Muaythai NZ to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

31.2 If upon the winding-up or dissolution of Muaythai NZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of Muaythai NZ but shall be given or transferred to some other charitable organisation, or charitable body have objects similar to the objects of Muaythai NZ.

### 32. INDEMNITY

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32.1 Muaythai NZ shall indemnify every member of the Board , Commissioners, Office Bearers, and other officers and employees of Muaythai NZ in respect of all liability arising from the proper performance of their functions connected with Muaythai NZ.

### 33. DEFINITIONS

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**Ad-Hoc Management Committee (ADMC)** means a Board appointed NZMF management team

**AGM** means Annual General Meeting.

**Appointed Board Member** means a Board Member appointed under Rule 18.

**Appointed Commissioner** means a Board Member appointed under Rule 18

**Area Managers** means a Board Member appointed under Rule 18

**Muaythai Gym** means a Gym described in Rule 6

**Elected Commissioner** means a NZMF Commissioner, NZFMA Commissioner or a WMC Commissioner as described in Rule 15 and elected under Rule 18

**Commissioner** means a member of a Commission as described in Rule 15 including Elected Commissioner and Appointed Commissioner.

**Competitive Member** means the class of member described in Rule 8.2.

**Constitution** means this constitution.

**Elected Board Member** means a Board Member elected under Rule 18.

**Elected Commissioner** means a Board Member elected under Rule 18.

**Executive Board (Board)** means the Board of Directors of New Zealand Muaythai Federation.

**Board Member** means a member of the Board including Elected Board Members and Appointed Board Members.

**Commissioner** means a member of a Commission including Elected Commission Members and Appointed Commission Members.

**Entourage Member** means the class of member described in Rule 8.4.

**Full AGM Election** mean the election held two yearly at the relevant AGM for the purpose of electing the Board members, Commissioners and Area Managers who will undertake the various governance functions of Muaythai NZ.

**General Meeting** means an AGM or SGM.

**Individual Member** means an individual described in Rule 8.1

**International Federation of Muaythai Amateurs [IFMA]** is a non-profit making international organisation comprising the National Muaythai Associations of all countries which have a national governing body controlling Muaythai and which having agreed to abide by the Articles of the IFMA Constitution, and have become affiliated members. Its Principal office is situated in Thailand.

**Muaythai NZ** is the short name of the New Zealand Muaythai Federation.

**Member** means and includes all classes of members of New Zealand Muaythai Federation described under Rule 5.

**New Zealand Muaythai Federation Incorporated [NZMF]** is the name of the Incorporated Society for which this is the Constitution

**Objects** means the objects of New Zealand Muaythai Federation described under Rule 3

**Official** means the judges, referees, sanctioneers and medics formally recognised through the Register of Muaythai NZ in accordance with any of the policies or regulations of Muaythai NZ.

**Official Administrative Member** means the class of member as described in Rule 8.3 who is a recognised by Muaythai NZ as an Official

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**President** means the President of New Zealand Muaythai Federation.

**Promoter Member** means an individual described in Rule 7

**Register** means the register of Members specified in Rule 13.

**Rules** means these rules and "Rule" shall have a corresponding meaning.

**SGM** means Special General Meeting.

**Special Resolution** means a resolution passed by two-thirds of votes cast.

**Muaythai NZ** means New Zealand Muaythai Federation Incorporated.

**World Muaythai Council [WMC]** is a non-profit making international organization focused on Professional Muaythai competition, comprising the National Muaythai Associations of all countries which have a national governing body controlling Muaythai and which having agreed to abide by the Articles of the IFMA Constitution, and have become affiliated members. Its Principal office is situated in Thailand.

**World Muaythai Council of New Zealand [WMC NZ]** is the New Zealand division of the World Muaythai Council.

**Vice-President** means the Vice-President of Muaythai New Zealand

**Zones** are the areas for which the various Area Managers are responsible as described in Rule 16.